

CENVEO, INC
Form SC 13D
May 31, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 8)

Cenveo, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

15670S105
(CUSIP Number)

May 17, 2011
(Date of Event Which Requires Filing of this Statement)

Burton Capital Management, LLC
c/o Cenveo, Inc.
One Canterbury Green
201 Broad Street
Stamford, CT 06901
Telephone: (203) 595-3000
Attn: Robert G. Burton, Jr.

with a copy to:

Hughes Hubbard & Reed LLP
One Battery Park Plaza
New York, NY 10004
Telephone: (212) 837-6000
Attn: Kenneth A. Lefkowitz

(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

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1 NAME OF REPORTING PERSONS
 Burton Capital Management, LLC
 S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
 (Intentionally Omitted)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) T
 (b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS
 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
 2(d) OR 2(e) £

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

| | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | 2,987,005 |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | 0 |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | 2,987,005 |
| PERSON WITH | 10 | SHARED DISPOSITIVE POWER |
| | | 0 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 2,987,005

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* £

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 4.8%

14 TYPE OF REPORTING PERSON*
 OO (limited liability company)

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NAME OF REPORTING PERSONS
 1 Robert G. Burton, Sr.
 S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
 (Intentionally Omitted)
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) T
 (b) £
 3 SEC USE ONLY
 4 SOURCE OF FUNDS
 OO
 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
 2(d) OR 2(e) £
 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 U.S.

| | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | 5,920,305 |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | 0 |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | 5,920,305 |
| PERSON WITH | 10 | SHARED DISPOSITIVE POWER |
| | | 0 |

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 5,920,305
 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* £
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 9.3%
 14 TYPE OF REPORTING PERSON*
 IN

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This Amendment (“Amendment No. 8”) is being jointly filed by each of the following persons pursuant to Rule 13d-1(k) of the Securities and Exchange Commission (the “Commission”) pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”): Burton Capital Management, LLC, a Delaware limited liability company (“BCM”) and Robert G. Burton, Sr. (“Burton Sr.”). BCM and Burton Sr. are collectively referred to as the “Reporting Persons.”

This Amendment No. 8 amends the Schedule 13D originally filed with the Commission on April 7, 2005 (the “Original Schedule 13D”), and amended by Amendment No. 1 thereto, which was filed with the Commission on April 11, 2005 (“Amendment No. 1”), Amendment No. 2 thereto, which was filed with the Commission on May 26, 2005 (“Amendment No. 2”), Amendment No. 3 thereto, which was filed with the Commission on June 10, 2005 (“Amendment No. 3”), Amendment No. 4 thereto, which was filed with the Commission on August 25, 2005 (“Amendment No. 4”), Amendment No. 5 thereto, which was filed with the Commission on September 13, 2005 (“Amendment No. 5”), Amendment No. 6 thereto, which was filed with the Commission on September 27, 2007 (“Amendment No. 6”) and Amendment No. 7 thereto, which was filed with the Commission on May 15, 2009 (“Amendment No. 7”). The Original Schedule 13D, as amended by Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6 and Amendment No. 7, is referred to as the “Schedule 13D.”

All terms used, but not defined, in this Amendment No. 8 are as defined in the Schedule 13D. The summary descriptions (if any) contained herein of certain agreements and documents are qualified in their entirety by reference to the complete text of such agreements and documents filed as Exhibits hereto or incorporated herein by reference.

Item 3 of the Schedule 13D is amended and supplemented as follows:

Item 3. Source and Amount of Funds or Other Consideration.

The total amount of funds used by the Reporting Persons to acquire the Common Stock reported as purchased by them in Item 5(c) was as follows:

| Reporting Person | Shares Reported in Item 5(c) | Amount of Funds* | Source of Funds |
|------------------|------------------------------------|---------------------|-----------------|
| Burton Sr. | 40,000 | \$251,076 | Personal funds |
| Burton Sr. | 4,224 | \$27,500 | Personal funds |
| Burton Sr. | 3,001 | \$20,000 | Personal funds |

* Including commissions.

Item 5 of the Schedule 13D is amended to read in its entirety as follows:

Item 5. Interest in Securities of the Issuer

(a) and (b)

Pursuant to Rule 13d-3 of the Exchange Act (“Rule 13d-3”), BCM beneficially owned 2,987,005 shares of Common Stock on May 17, 2011 (the “Reporting Date”), which was approximately 4.8% of the outstanding Common Stock on such date (assuming 62,788,130 shares

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outstanding on May 6, 2011, as set forth in the Issuer's quarterly report on Form 10-Q for the quarter ended April 2, 2011, which was filed with the Commission on May 11, 2011). All of such shares were owned of record by BCM.

Pursuant to Rule 13d-3, Burton Sr. beneficially owned 5,920,305 shares of Common Stock on the Reporting Date, which was approximately 9.3% of the outstanding Common Stock on such date (assuming 62,788,130 shares outstanding on May 6, 2011, as set forth in the Issuer's quarterly report on Form 10-Q for the quarter ended April 2, 2011, which was filed with the Commission on May 11, 2011). Of such shares, on the Reporting Date, 2,987,005 were owned of record by BCM, 737,500 shares were issuable upon exercise of outstanding stock options, and the remainder of such shares were owned by Burton Sr. in a joint account with his wife. On the Reporting Date, Burton Sr. owned unvested options to purchase 37,500 shares of Common Stock that vest within 60 days of the Reporting Date, and 137,500 "restricted share units" that vest within 60 days of the Reporting Date. On the Reporting Date, Burton Sr. also owned unvested options to purchase 75,000 shares of Common Stock that vest in two equal installments on July 1, 2012 and 2013; 75,000 "restricted share units" that vest on September 12, 2011; 200,000 "restricted share units" that vest in two equal installments on September 12, 2011 and 2012; 125,000 "restricted share units" that vest in two equal installments on July 1, 2012 and 2013; 225,000 "restricted share units" that vest in three equal installments on May 21, 2012, 2013 and 2014; and 300,000 "restricted share units" that vest in four equal installments on January 12, 2012, 2013, 2014 and 2015.

(c) The following transactions were effected by the identified parties during the 60 days prior to the Reporting Date:

| Reporting Person | Date | Transaction | Number of Shares | Price Per Share |
|------------------|---------|-------------|------------------|-----------------|
| Burton Sr. | 5/17/11 | Buy | 40,000 | \$6.2769* |
| Burton Sr. | 5/2/11 | Buy | 4,224 | \$6.5094** |
| Burton Sr. | 4/1/11 | Buy | 3,001 | \$6.6629** |

* Average price per share for transaction effected on the NYSE.

** Transaction was effected through Cenveo's Employee Stock Purchase Plan.

Item 7 is amended and supplemented as follows:

Item 7. Material to be Filed as Exhibits

Exhibit Schedule 13D Joint Filing Agreement dated as of May 31, 2011 between the Reporting Persons.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct. Pursuant to Rule 13d-1(k)(1), each of the undersigned agrees that this statement is filed on behalf of each of us.

Dated: May 31, 2011

BURTON CAPITAL MANAGEMENT, LLC

By: /s/ Robert G. Burton, Jr.
Name: ROBERT G. BURTON, JR.
Its: President

/s/ Robert G. Burton, Sr.
ROBERT G. BURTON, SR.